

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

2006/-A

VIA AIR COURIER

November 14, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

RE: Termination of Lease of Railroad Equipment dated as of October 24, 1996 ("**Termination of Lease**") by Helm-Atlantic Associates Limited Partnership.

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of the Termination of Lease dated October 24, 1996 by Helm-Atlantic Associates Limited Partnership.

In connection with the recording of the Termination of Lease, please note the following information:

Name and Address of Lessor: Helm-Atlantic Associates Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

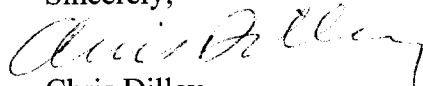
Name and Address of Lessee: CSX Transportation, Inc.
Supply and Service Management
550 Water Street, J-430
Jacksonville, FL 32202

Equipment: Eight (8) locomotives (See Schedule A for reporting mark and numbers.)

Previous ICC Filing: Memorandum of Lease filed on May 16, 1996 under Recordation No. 20061

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. The filing fee of \$22.00 is included in the enclosed check.

Sincerely,


Chris Dilley
Administrative Assistant

/cpd
Enclosures

20061-A

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of October 24, 1996 by HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware corporation ("Lessor").

1. **Recitals.** Lessor entered into the Locomotive Lease Agreement dated as of March 11, 1996 (the "**Lease**") with CSX Transportation, Inc., a Virginia corporation, with respect to the eight (8) locomotives described in Schedule A attached hereto (the "**Units**"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation Number 20061 filed on May 16, 1996 at 3:25 pm.

The Lease was terminated on August 31, 1996. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP

By: Helm Atlantic Corporation,
its General Partner

By: 

Title: President

Date: October 28, 1996

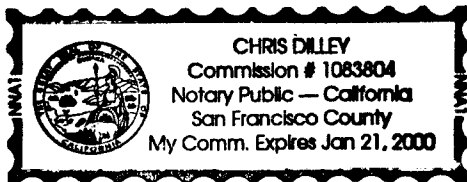
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On October 28, 1996, before me, Chris Dilley
personally appeared David R. Eckles, President of HELM ATLANTIC
CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.



Chris Dilley
SIGNATURE OF THE NOTARY

SCHEDULE A

Units:

Type:

HATX 930	SD45-T2
HATX 931	SD45-T2
HATX 934	SD45-T2
HATX 935	SD45-T2
HATX 945	SD45-T2
HATX 104	GP38
HATX 109	GP38
HATX 112	GP38